

March 15, 1979

2-C74A230

Interstate Commerce Commission  
Washington, D. C.

RECORDATION NO. 10056-A Filed 1425

MAR 15 1979 - 3 00 PM

No.

Date MAR 15 1979

Fee \$ 10.00

ICC Washington, D. C.

Gentlemen:

INTERSTATE COMMERCE COMMISSION

Enclosed for recordation under the provisions of 49 U.S.C. Section 11303(a) are the original and eight counterparts of a First Amendment to Security Agreement-Trust Deed.

The Security-Agreement-Trust Deed dated as of September 30, 1978 to which the enclosed document is an amendment was recorded at 3:25 p.m. on January 26, 1979 and assigned Recordation Number 10056.

The general description of the railroad equipment covered by the enclosed document is set forth in Schedule A attached to this letter and made a part hereof.

The names and addresses of the parties are:

Debtor: No. 7 Rail Car Leasing Company  
P. O. Box 218  
Chicago, Heights, Illinois 60411

Security Trustee: Continental Illinois National Bank and  
Trust Company of Chicago, as Trustee  
231 South LaSalle Street  
Chicago, Illinois 60690

The undersigned is Agent for the Debtor for the purpose of submitting the enclosed document for recordation and has knowledge of the matters set forth therein.

Please return the original and six counterparts of the Security Agreement-Trust Deed to Gary Green, Esq., Chapman and Cutler, 111 West Monroe Street, Chicago, Illinois 60603.

A recordation fee in the amount of \$10.00 is enclosed herewith.

Very truly yours,

ALVORD AND ALVORD, as Agent for  
NO. 7 RAIL CAR LEASING COMPANY

By Charles T. Kappler  
Charles T. Kappler

Enclosures

RECEIVED  
MAR 15 2 55 PM '79  
I.C.C.  
FEE OPERATION BR.

*Charles T. Kappler*

**Interstate Commerce Commission**  
**Washington, D.C. 20423**

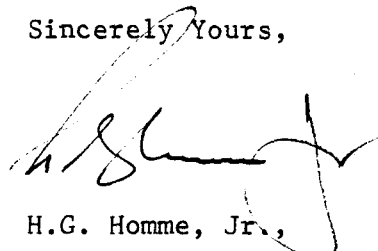
OFFICE OF THE SECRETARY

Fred Brown  
First National Bank In Bartlesville  
P. O. Box 999  
Bartlesville, Oklahoma 74003

Dear Mr. Brown:

The enclosed document(s) was recorded pursuant to the provisions of Section 20(c) of the Interstate Commerce Act, 49 U.S.C. 20(c), on January 26, 1979 at 3:15 PM , and assigned recordation number(s) 10055

Sincerely Yours,



H.G. Homme, Jr.,  
Secretary

Enclosure(s)

SE-30-T  
(2/78)

SCHEDULE A  
(EQUIPMENT LEASE DATED AS OF SEPTEMBER 30, 1978)

DESCRIPTION OF ITEMS OF EQUIPMENT

MANUFACTURER:	Thrall Car Manufacturing Company
PLANT OF MANUFACTURER:	Chicago Heights, Illinois
DESCRIPTION OF EQUIPMENT:	110 Four Thousand Cubic Foot 100-Ton Capacity Unit Train Gondola Cars
SPECIFICATIONS:	GN-100-46-203
CAR NUMBERS:	NORX 922 through NORX 1031, both inclusive
APPROXIMATE LESSOR'S COST PER ITEM OF EQUIPMENT:	\$35,000
DELIVER TO:	Northern Indiana Public Service Company
PLACE OF DELIVERY:	Gary, Indiana
ESTIMATED DELIVERY DATE:	March, 1979
OUTSIDE DELIVERY DATE:	March 31, 1979
FIXED RENTAL PAYMENTS:	An amount per month equal to 0.82264% of the Lessor's Cost of each Item of Equipment

**Interstate Commerce Commission**

**Washington, D.C. 20423**

**3/15/79**

**OFFICE OF THE SECRETARY**

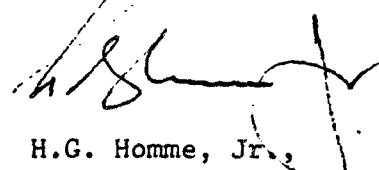
**Gary Green, Esq.  
Chapman & Cutler  
111 West Monroe Street  
Chicago, Ill. 60603**

**Dear**

**Sir:**

The enclosed document(s) was recorded pursuant to the  
provisions of Section 20(c) of the Interstate Commerce Act,  
49 U.S.C. 20(c), on **3/15/79** at **3:00pm**,  
and assigned recordation number(s) **10056-A & 10057-A**

**Sincerely Yours,**



**H.G. Homme, Jr.,  
Secretary**

**Enclosure(s)**

**SE-30-T  
(2/78)**

RECORDING NO. 11057-14 FILE 1435

MAR 15 1979 8 10 PM  
ILLINOIS COMMERCE COMMISSION

FIRST AMENDMENT TO  
SECURITY AGREEMENT-TRUST DEED  
Dated as of September 30, 1978

THIS FIRST AMENDMENT TO SECURITY AGREEMENT-TRUST DEED, dated as of September 30, 1978 (the "First Amendment") is between NO. 7 RAIL CAR LEASING COMPANY (the "Debtor") and CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, as Trustee (the "Security Trustee").

W I T N E S S E T H:

WHEREAS, the Debtor and the Security Trustee have entered into a Security Agreement-Trust Deed dated as of September 30, 1978 which provides for the assignment of certain equipment described in Schedule A thereto as a part of the collateral securing a \$3,000,000 loan made by New England Mutual Life Insurance Co; and

WHEREAS, said Schedule A does not correctly state the identification marks on such equipment;

NOW, THEREFORE, in consideration of the agreements herein contained, the parties hereto agree as follows:

The car numbers in Schedule A shall be changed from NORX 992 through NORX 1031, both inclusive to NORX 922 through 1031, both inclusive; said Schedule A, so amended to be in the form attached hereto as Exhibit 1.

IN WITNESS WHEREOF, the parties hereto have caused this First Amendment to be executed by their respective officers thereunto duly authorized as of the day and year first above writte

NO. 7 RAIL CAR LEASING COMPANY

(CORPORATE SEAL)

By [Signature]  
Its Vice President

DEBTOR

ATTEST:

[Signature]  
Asst. Secretary

CONTINENTAL ILLINOIS NATIONAL BANK  
AND TRUST COMPANY OF CHICAGO,  
as Trustee

(CORPORATE SEAL)

By [Signature]  
Its Vice President

SECURITY TRUSTEE

ATTEST:

[Signature]  
Trust Officer

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 13<sup>th</sup> day of March, 1979, before me personally appeared Stanley D. Christianson and John M. Hartigan to me personally known, who being by me duly sworn, say that they are, respectively, Vice President and Asst. Secretary Secretary of NO. 7 RAIL CAR LEASING COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Robert C. Repaskie  
Notary Public

(SEAL)

My Commission Expires: November 29, 1982

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 13<sup>th</sup> day of MARCH, 1979, before me personally appeared DONALD W. ALEVIN and J. C. MULL, JR. to me personally known, who being by me duly sworn, say that they are, respectively, Vice President and Trust Officer of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, as Trustee, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Hazel L. Gray  
Notary Public

(SEAL)

My Commission Expires: December 6, 1981

DESCRIPTION OF EQUIPMENT

DESCRIPTION:	110 Four Thousand Cubic Foot 100-Ton Capacity Unit Train Gondola Cars
MANUFACTURER:	Thrall Car Manufacturing Company
IDENTIFICATION MARKS AND NUMBERS (BOTH INCLUSIVE)	NORX 922 Through NORX 1031, both inclusive

SCHEDULE A  
(to Security Agreement-Trust Deed)